

FIFTH AMENDATORY AGREEMENT

THIS FIFTH AMENDATORY AGREEMENT is made and entered into as of the date set forth on the City's signature page below, by and between the **CITY AND COUNTY OF DENVER**, a municipal corporation of the State of Colorado (the "City"), and **PROXY PARTNERS, LLC**, a Colorado limited liability company whose address is 275 Mariposa Street, Denver, Colorado 80223 ("Proxy" or "Consultant").

WITNESSETH:

WHEREAS, the City and Proxy entered into an Agreement dated June 11, 2003, as amended by Amendatory Agreements dated February 15, 2005, December 6, 2005, April 8, 2008, and December 10, 2012 (collectively, the "Agreement"), under which Proxy provides venue sponsorship marketing sales and services, including, without limitation, general sponsorship sales and services, marquee sales and services, short term sponsorship sales and services, and naming rights sales and services, for Denver Arts and Venues ("DAV", previously known as the Division of Theatres and Arenas); and

WHEREAS, the Agreement is unclear with respect to the City's obligation to pay commissions and other fees and Proxy's obligation to provide activation and other services following termination of the Agreement; and

WHEREAS, the City and Proxy wish to amend the Agreement to clarify each party's obligations following the termination of the Agreement and to extend the Agreement to allow for the payment of the Final Payment (as defined below); and

NOW, THEREFORE, in consideration of the premises and the mutual covenants and obligations herein set forth, the parties agree as follows:

1. The City agrees to pay to Proxy as the final payment under the Agreement a sum equal to Three Hundred Twenty Thousand Two Hundred Forty-Three and 26/100 Dollars (\$320,243.26) (the "Final Payment"), which amount represents the difference between all commission payments and any and all other fees and expenses that may now or in the future be owed and due to Proxy by the City and all payments, fees, and expenses that may now or in the future be owed and due to the City by Proxy. The Final Payment is based on the calculations of outstanding commissions and other fees and expenses set forth on Exhibit A.

2. The parties agree that upon the City's payment to Proxy of the Final Payment, neither party shall have any further payment obligation to the other party, whether or not the payment obligation is known at the time of this Amendment and or reflected on Exhibit A, it being the parties' intent that the Final Payment shall release each party from any and all further payment obligations under the Agreement.

3. The Term of the Agreement, as currently set forth in paragraph 2 of the Third Amendatory Agreement, shall be extended until the later of November 30, 2013 or the date in which Proxy receives the Final Payment. Such extension is solely for purposes of allowing time for the City to pay to Proxy the Final Payment. The parties shall have no further obligations under the Agreement beyond August 31, 2013 except as provided for in Section 21 thereof.

4. As herein amended, the Agreement is affirmed and ratified in each and every particular.

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Contract Control Number:

IN WITNESS WHEREOF, the parties have set their hands and affixed their seals at Denver, Colorado as of

SEAL

CITY AND COUNTY OF DENVER

ATTEST:

By _____

APPROVED AS TO FORM:

REGISTERED AND COUNTERSIGNED:

By _____

By _____

By _____



Contract Control Number: THTRS-CE26001-05

Contractor Name: PROXY PARTNERS, LLC

By:  _____

Name: John C. Greenwood
(please print)

Title: Executive Chairman
(please print)

ATTEST: [if required]

By: _____

Name: _____
(please print)

Title: _____
(please print)



EXHIBIT A

(ATTACHED)

Summary

Contract #	Name	Commission Due for 2013	Commission Due for 2014	Commission Due for 2015	Commission Due for 2016	Commission Due for 2017	2013 - 2017 Total Commission Due	Gross Contract Amount	= Revenue due and DTD	Net Revenue Due to City	Revenue due to Denver Theatre District
SPONSORSHIP AGREEMENTS											
201206007	Bottling Group, LLC (Pepsi)	50,000.00	48,125.00	46,300.00	45,613.13	11,379.38	201,417.50				
201206224	UM Live - Chrysler Corp	-	31,421.25	-	-	-	31,421.25				
201312094	Eldorado Artesian Springs - Contract Pending	2,600.00	2,700.00	2,660.00	-	-	7,960.00				
201309751	HCA - Healthone LLC	24,200.00	-	-	-	-	24,200.00				
201101094	Jim Beam Brands	18,392.00	-	-	-	-	18,392.00				
201205465	Love Hope Strength	-	7,600.00	-	-	-	7,600.00				
201205437	MillerCoors	-	42,750.00	-	-	-	42,750.00				
201101967	Public Relations Advertising	11,400.00	-	-	-	-	11,400.00				
201206909	Red Bull North America	6,000.00	12,000.00	11,400.00	-	-	29,400.00				
201205233	Small Planet Foods	4,815.00	-	-	-	-	4,815.00				
201310503	Southwest Airlines	20,000.00	24,000.00	-	-	-	44,000.00				
201102625	Treasury Wine	6,000.00	11,400.00	-	-	-	17,400.00				
201311054	Whole Foods	1,200.00	-	-	-	-	1,200.00				
201207726	Bellco Credit Union	-	-	-	-	-	-				
TOTALS		144,607.00	179,996.25	60,360.00	45,613.13	11,379.38	441,955.75				
LONG TERM MARQUEE AGREEMENTS:											
2014 (28%)	Hard Rock Café (CCC & DAV)	7,000.00	7,000.00				14,000.00				
	Healthone (DAV)	13,725.00					13,725.00				
2013 (Jan-Dec)	Lotus (CCC & DAV))	10,416.00					10,416.00				
	Sunset Limo	-					-				
TOTALS		31,141.00	7,000.00	-	-	-	38,141.00				
SHORT TERM MARQUEE AGREEMENTS:											
	AABB (CCC)	675.00					675.00	2,250.00	1,575.00	1,338.75	236.25
	AABB - Kiosk (CCC)	960.00					960.00	3,200.00	2,240.00	2,240.00	
	AABB (CCC)	1,350.00					1,350.00	4,500.00	3,150.00	2,677.50	472.50
	Billups (DAV)	600.00					600.00	2,000.00	1,400.00	1,400.00	
	Colorado Department of Public Health (DAV)	2,250.00					2,250.00	11,250.00	9,000.00	9,000.00	
	Colorado Department of Public Health (DAV)	1,125.00					1,125.00	3,750.00	2,625.00	2,625.00	
	Comcast (CCC)	270.00					270.00	900.00	630.00	582.75	47.25
	Comcast (DAV)	270.00					270.00	900.00	630.00	598.50	31.50
	Delaware Tourism Office (CCC)	150.00					150.00	500.00	350.00	350.00	
	Denver Art Museum (DAV)	141.00					141.00	470.00	329.00	329.00	
	Denver Botanic Gardens (CCC)	1,080.00					1,080.00	3,600.00	2,520.00	2,331.00	189.00
	Denver Botanic Gardens (DAV)	1,560.00					1,560.00	5,200.00	3,640.00	3,498.25	141.75
@ 20%	Denver Limo	1,400.00					1,400.00	7,000.00	5,600.00	5,600.00	
	Denver Museum of Nature & Science (CCC)	3,300.00					3,300.00	11,000.00	7,700.00	6,545.00	1,155.00
	Dependable Cleaners (CCC)	480.00					480.00	1,600.00	1,120.00	1,078.00	42.00
	Dependable Cleaners (DAV)	621.00					621.00	2,070.00	1,449.00	1,405.53	43.47
	Drums Along the Rockies	360.00					360.00	1,200.00	840.00	714.00	126.00
	EMICO - Vail Resorts (CCC)	244.50					244.50	815.00	570.50	570.50	
	EMICO - Vail Resorts (DAV)	240.00					240.00	800.00	560.00	560.00	
	Frontier Airlines (CCC)	693.00					693.00	2,310.00	1,617.00	1,617.00	
	Frontier Airlines (CCC)	1,035.00					1,035.00	3,450.00	2,415.00	2,241.75	173.25
	Frontier Airlines (DAV)	774.00					774.00	2,580.00	1,806.00	1,806.00	
	Horizon Media/United Airlines (CCC)	270.00					270.00	900.00	630.00	535.50	94.50
	Horizon Media/United Airlines (DAV)	396.00					396.00	1,320.00	924.00	924.00	
	Jazz Aspen (CCC)	495.00					495.00	1,650.00	1,155.00	1,065.75	89.25
	Jazz Aspen (DAV)	180.00					180.00	600.00	420.00	357.00	63.00

